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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
CELSIUS NETWORK LLC, <i>et al.</i> , ¹)	Case No. 22-10964 (MG)
)	
Debtors.)	(Jointly Administered)
)	

DEBTORS' REPLY IN SUPPORT OF THE CLASS CLAIM SETTLEMENT MOTION

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) submit this reply (this “Reply”) (a) in support of the *Joint Motion for Entry of an Order (I) Approving the Settlement By and Among the Debtors and the Committee With Respect to the Committee’s Class Claim and (II) Granting Related Relief* [Docket No. 3064] (the “Motion”) seeking approval of that certain settlement agreement entered into by and among the Debtors and the official committee of unsecured creditors attached to the *Notice of Filing of Class Claim Settlement Agreement* [Docket No. 3138] (the “Class Claim Settlement Agreement”), and (b) in

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 Ltd. (1209); GK8 UK Limited (0893); and GK8 USA LLC (9450). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

response to (i) *Santos Caceres’ Limited Objection to the Debtors’ Entry for an Order (I) Approving the Settlement By and Among the Debtors and the Committee With Respect to Committee Class Claim (II) Granting Related Relief* [Docket No. 3170] (the “Objection”) and (ii) *Claimant Jonathan Kelly’s Joinder to Objections to Entry of Orders Approving (I) Adequacy of Debtors’ Disclosure Statement, and (II) the Settlement By and Among the Debtors and the Committee With Respect to Committee Class Claim* [Docket No. 3266] (the “Joinder”).² In further support of the Motion and this Reply, the Debtors state the following:³

Reply

1. On August 1, 2023, Mr. Caceres filed an objection to the Disclosure Statement, [Docket No. 3124], arguing that, among other things, the Disclosure Statement incorrectly characterizes CEL tokens as a security and therefore the Court should not approve it. He subsequently filed the Objection, which says the same thing, word-for-word. *See generally* the Objection. The Debtors have worked tirelessly over the course of the last few weeks in preparation for a hearing on the Disclosure Statement, which is scheduled to take place next Monday, August 14, 2023, at which time the Debtors will put on their case in chief as to why the Disclosure Statement contains adequate information and should therefore be approved. Indeed, on August 9, 2023, the Debtors filed a revised Plan, Disclosure Statement, and a response to all objections received to the Disclosure Statement (the “Disclosure Statement Reply”). *See* Docket Nos. 3222, 3223, and 3225. The Disclosure Statement Reply includes a response to Mr. Caceres’

² The Joinder was filed after the objection deadline and is untimely, but the response in the Disclosure Statement Reply also addresses the arguments raised in the Joinder.

³ Capitalized terms used but not defined herein have the meaning ascribed to them in the Objection Chart, Disclosure Statement, or the *Joint Chapter 11 Plan of Reorganization of Celsius Network LLC and Its Debtor Affiliates* [Docket No. 3222] (as may be amended, modified, or supplemented from time to time, the “Plan”), or the Class Claim Settlement Agreement, as applicable.

Disclosure Statement objection and this Objection—which are essentially the same objections. See Disclosure Statement Reply ¶¶ 46–47.

2. Accordingly, the Debtors respectfully submit that the Disclosure Statement Reply is also a reply to the Objection and fully incorporate by reference the Disclosure Statement Reply in this Reply. For these reasons, and for the reasons set forth in the Disclosure Statement Reply, the Court should deny the Objection, the Joinder, and approve the Class Claim Settlement Agreement.

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New York, New York
Dated: August 11, 2023

/s/ Joshua A. Sussberg

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